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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 18487-C FILED 1425

FEB - 1 1994 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

01000010020

January 31, 1994

RECEIVED
OFFICE OF THE
SECRETARY
FEB 1 11 55 AM '94
LICENSING BRANCH

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies of Supplement No. 203, dated January 27, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Loan and Security Agreement, dated as of November 23, 1993, which was filed with the Commission under Recordation Number 18487.

The names and addresses of the parties to the enclosed document are:

Debtor: MERCO Joint Venture
157 Albany Avenue
Freeport, New York 11530

Secured Party: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

A description of the railroad equipment covered by the enclosed document is attached to Supplement No. 203 as Exhibit A.

Also enclosed is a check in the amount of $18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

2/1/94

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord & Alvord
918 16th St N.W. I
Washington,D?C? 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/1/94 at 12:05pm, and assigned recordation number(s). 18487-C

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

January 27, 1994

RECORDATION NO. 18487-C FILED 1425

FEB -1 1994 -12 05 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 203

This Supplement is executed and delivered by MERCO JOINT VENTURE ("Debtor") pursuant to the terms of a Loan and Security Agreement ("Agreement") dated as of November 23, 1993, between Debtor and THE CIT GROUP/EQUIPMENT FINANCING, INC. ("CIT"). Terms defined in the Agreement shall have the respective meanings given them in the Agreement unless otherwise defined herein or unless the context otherwise requires.

1. Debtor hereby confirms that the proceeds of the Loan made this date shall be used to finance or refinance the purchase of the items of personal property ("Unit of Equipment") set forth below:

Qty.	Model/Mfrs.	Description	Serial No.	Cost

SEE ATTACHED EXHIBIT A

2. Debtor hereby represents and warrants that the above described items of personal property have been delivered to it, duly assembled and in good working order at Cross Harbor Yard, Brooklyn, New York. Debtor confirms that the Equipment will regularly be transporting sealed containers of dewatered sludge between New York City, New York and Mile High Ranch, Sierra Blanca, Hudspeth County, Texas, or such other Application Site as may have been disclosed in writing by Debtor to CIT.

3. Debtor hereby affirms that the representations and warranties set forth in Section 4 of the Agreement are true and correct as of the date hereof.

4. Debtor hereby affirms that CIT has made a Loan to it for the purchase of the above described Unit of Equipment, which loan is evidenced by a Note, in the principal amount of $2,533,000.00, dated January 27, 1994.

5. Debtor hereby affirms that CIT has a security interest in the items of personal property described above as set forth in Section 6.1 of the Agreement.

DEBTOR: MERCO JOINT VENTURE

By: PETER SCALAMANDRE & SONS, INC.

By: _____

Title: _____

By: JOHN P. PICONE, INC.

By: _____

Title: PRESIDENT

By: RGM LIQUID WASTE REMOVAL CORP.

By: Ralph Macchio

Title: President

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____

Title: Vice President

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EXHIBIT A

Manufacturer	Equipment Description	Units	I.D. Nos.			Cost/Unit	Total
Johnston America Corporation	Two-Platform Articulated Waste Cars	34	30	92	103	$74,500.00	$2,533,000.00
			31	93	104		
			32	94	105		
			33	95	106		
			34	96	107		
			35	97	108		
			58	98	109		
			65	99	110		
			66	100	111		
			71	101	112		
			90	102	113		
			91				
Totals		34					$2,533,000 00

STATE OF New York)
) ss:
COUNTY OF NASSAU)

On this 26 day of January, 1994, before me personally appeared RALPH C. MACCHIO, to me personally known, who being duly sworn, says that he is PRESIDENT of RGM LIQUID WASTE REMOVAL CORP., that said instrument was signed on January 26, 1994, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

By: _____
Notary Public

[NOTARIAL SEAL]

MARTIN S LEVINE
Notary Public, State of New York
No 01LE4741038
Qualified in Westchester County
Commission Expires June 30, 1995

STATE OF New York)
) ss:
COUNTY OF Nassau)

On this 26 day of January, 1994, before me personally appeared Fred Scalamandre, to me personally known, who being duly sworn, says that he is President of PETER SCALAMANDRE & SONS, INC., that said instrument was signed on January 26, 1994, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

By: _____
Notary Public

[NOTARIAL SEAL]

MARTIN S LEVINE
Notary Public, State of New York
No 01LE4741038
Qualified in Westchester County
Commission Expires June 30, 1995

STATE OF New York)
) ss:
COUNTY OF Nassau)

On this 26 day of January, 1994, before me personally appeared John P. Picone, to me personally known, who being duly sworn, says that he is President of JOHN P. PICONE, INC., that said instrument was signed on January 26, 1994, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

By: _____
Notary Public

[NOTARIAL SEAL]

MARTIN S LEVINE
Notary Public, State of New York
No 01LE4741038
Qualified in Westchester County
Commission Expires June 30, 1995

STATE OF New York)
) ss:
COUNTY OF New York)

On this 31st day of January, 1994, before me personally appeared STEPHEN E. ALTNEU, to me personally known, who being duly sworn, says that he is a Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed on January 31st, 1994, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

By: _____
Notary Public

[NOTARIAL SEAL]

ALAN H. STEIN
Notary Public, State of New York
No. 60-4934726
Qualified in Westchester County
Certificate filed in New York County
Commission Expires July 25, 1994